

**State of California**  
**Secretary of State**



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 19 2007



*Debra Bowen*

DEBRA BOWEN  
Secretary of State

**EXHIBIT M-1**

02-668348



**State of California**  
**Bill Jones**  
**Secretary of State**

FILED  
SACRAMENTO, CALIF.

JUN 19 2002

  
 SECRETARY OF STATE
**STATEMENT BY FOREIGN CORPORATION - AMENDMENT**

Filing Fee \$20.00 - If Amendment, See Instructions

**IMPORTANT - Read Instructions Before Completing This Form**

1. CORPORATE NAME: (Do not alter if name is printed)

Sports Shinko (USA) Co., Ltd.

C1647938

This Space For Filing Use Only

<input type="checkbox"/> IF THERE HAS BEEN NO CHANGE IN ANY OF THE INFORMATION CONTAINED IN THE LAST STATEMENT BY FOREIGN CORPORATION ON FILE WITH THE CALIFORNIA SECRETARY OF STATE, CHECK THE BOX AND PROCEED TO ITEM 11.		
2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE	CITY AND STATE	ZIP CODE
848 Deer Mountain Estates	Harpers Ferry, West Virginia	25425
3. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY	CITY	ZIP CODE
4. MAILING ADDRESS	CITY AND STATE	ZIP CODE
848 Deer Mountain Estates	Harpers Ferry, West Virginia	25425
LIST THE NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS: (The corporation must have these three officers. The appropriate title for the officer may be added but do not alter or obliterate the form.)		
5. CHIEF EXECUTIVE OFFICER/President	ADDRESS	CITY AND STATE
Keijiyo Kieuwa	c/o Kyoei Law Office Kitahama 3-5-22, Orix-Yodoyabashi Building, Suite 800, Chuo-ku, Osaka, Japan 541-0041	ZIP CODE
6. SECRETARY	ADDRESS	CITY AND STATE
Takashi Hattori	Habataki Sogo Law Office Nishitamme 4-4-18, Umeda-Chuo Building, Suite 700, Kita-ku, Osaka, Japan 530-0047	ZIP CODE
7. CHIEF FINANCIAL OFFICER	ADDRESS	CITY AND STATE
Takashi Hattori	Habataki Sogo Law Office Nishitamme 4-4-18, Umeda-Chuo Building, Suite 700, Kita-ku, Osaka, Japan 530-0047	ZIP CODE
8. CHECK THE APPROPRIATE PROVISION BELOW AND NAME THE AGENT FOR SERVICE OF PROCESS:		
<input checked="" type="checkbox"/> AN INDIVIDUAL RESIDING IN CALIFORNIA. <input checked="" type="checkbox"/> A CORPORATION WHICH HAS FILED A CERTIFICATE PURSUANT TO CALIFORNIA CORPORATIONS CODE SECTION 1505.		
AGENTS NAME: C2 Corporation System		
9. ADDRESS OF THE AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL	CITY	ZIP CODE
CA		
10. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION		
real estate/resort investment		
11. THIS STATEMENT IS TRUE, CORRECT AND COMPLETE.		
Keijiyo Kieuwa TYPE OR PRINT NAME OF OFFICER OR AGENT SIGNATURE		President TITLE May 24, 2002 DATE
Approved by Secretary of State		



**State of California  
Secretary of State**

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05-36926

**STATEMENT OF INFORMATION  
(Foreign Corporation)**

FEES (Filing and Disclosure): \$25.00. If amendment, see instructions.

**IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM**

1. CORPORATE NAME (Please do not alter it name is preprinted.)

C164793B  
SPORTS SHINKO (USA) CO., LTD.  
615 S DUPONT HWY  
DOVER DE 19901

**FILED**  
in the office of the Secretary of State  
of the State of California

AUG 08 2005

This Space For Filing Use Only

**DUE DATE: 09-30-05****CALIFORNIA CORPORATE DISCLOSURE ACT (Corporations Code section 2117.1)**

A publicly traded corporation must file with the Secretary of State a Corporate Disclosure Statement (Form SI-PT) annually, within 150 days after the end of its fiscal year. Please see reverse for additional information regarding publicly traded corporations.

**NO CHANGE STATEMENT**

- If there has been no change in any of the information contained in the last Statement of Information filed with the Secretary of State, check the box and proceed to Item 11.
- If there have been any changes to the information contained in the last Statement of Information filed with the Secretary of State, or no statement has been previously filed, this form must be completed in its entirety.

**COMPLETE ADDRESSES FOR THE FOLLOWING** (Do not abbreviate the name of the city. Items 3 and 4 cannot be P.O. Boxes.)

2. STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE CITY AND STATE ZIP CODE

4. STREET ADDRESS OF PRINCIPAL BUSINESS OFFICE IN CALIFORNIA, IF ANY CITY STATE ZIP CODE

CA

**NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS** (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

5. CHIEF EXECUTIVE OFFICER ADDRESS CITY AND STATE ZIP CODE

6. SECRETARY ADDRESS CITY AND STATE ZIP CODE

7. CHIEF FINANCIAL OFFICER ADDRESS CITY AND STATE ZIP CODE

**AGENT FOR SERVICE OF PROCESS** (If the agent is an individual, the agent must reside in California and Item 9 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 9 must be left blank.)

8. NAME OF AGENT FOR SERVICE OF PROCESS

9. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL CITY STATE ZIP CODE

CA

**TYPE OF BUSINESS**

10. DESCRIBE THE TYPE OF BUSINESS OF THE CORPORATION

11. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT

Yoshihiko Machida

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

SIGNATURE

President

July 26, 2005

TITLE

DATE

APPROVED BY SECRETARY OF STATE

00086-F